

The Nomination Committee's proposals and reasoned statement for the annual general meeting 2023

1. Background

In accordance with the guidelines adopted by the annual general meeting in BONE-SUPPORT HOLDING AB (the "**Company**") on 20 May 2021, a Nomination Committee has been appointed and announced through publication of the Q3 2022 interim report, on 27 October 2022. The Nomination Committee has consisted of Jan Särilvik, appointed by Fjärde AP-fonden (AP4), Staffan Lindstrand, appointed by HealthCap V L.P., Caroline Sjösten, appointed by Swedbank Robur Fonder AB, and the chairman of the board, Lennart Johansson. Staffan Lindstrand has been the chairman of the Nomination Committee.

2. The Nomination Committee's proposals for the annual general meeting 2023

The Nomination Committee submits the following proposals for resolutions:

Item 2: Election of chairperson of the meeting

The Nomination Committee proposes to the annual general meeting that attorney Madeleine Rydberger is elected as chairperson of the meeting.

Item 10: Determination of the number of members of the board and the number of auditors

The Nomination Committee proposes to the annual general meeting that the number of the members of the board shall be five. Furthermore, it is proposed that one registered accounting firm is appointed as auditor until the end of the next annual general meeting.

Item 11: Determination of fees to the board of directors and the auditors

The Nomination Committee proposes to the annual general meeting that board remuneration shall be paid with SEK 450,000 to the chairman of the board (SEK 400,000 previous year) and with SEK 225,000 to each of the other board members who are not employed by the Company (SEK 200,000 previous year). It is further proposed that remuneration for committee work shall be paid with SEK 150,000 to the chairman of the audit committee (SEK 150,000 previous year), with SEK 75,000 to each of the other members of the audit committee (SEK 75,000 previous year), with SEK 60,000 to the chairman of the remuneration committee (SEK 60,000 previous year) and with SEK 30,000 to each of the other members of the remuneration committee (SEK 30,000 previous year). The Nomination Committee also proposes that additional remuneration of SEK 100,000 (corresponding to approximately USD 10,000) shall be paid to the board member Mary I O'Connor as compensation for lost time due to travel to and from the company.

The Nomination Committee further proposes that the board members Lennart Johansson, Mary I O'Connor and Christine Rankin together shall receive an extended board remuneration of a total of SEK 900,000, subject to (i) the board member acquiring shares in BONESUPPORT HOLDING AB for the entire extended board remuneration (after tax) as soon as possible after the annual general meeting's resolution and the payment of the extended board remuneration, and (ii) the board member undertakes not to sell the shares during the board member's entire term of office at BONESUPPORT HOLDING AB. The extended board remuneration shall be distributed as follows: SEK 450,000 to the chairman of the board, corresponding to 100 percent of the ordinary board remuneration to the chairman of the board, and SEK 225,000 to each of Mary I O'Connor and Christine Rankin, corresponding to 100 percent of the ordinary board remuneration to each of the other board members who are not employed by the Company. In the event that the board member before the next annual general meeting is dismissed as a result of breach of his or hers obligations as a board member or leaves the board at his or hers own request, the board member is obliged to repay the entire extended board remuneration (after tax). Prior to the proposal for increased board fees for acquiring shares, the Nomination Committee has had discussions with all current board members, whereby Håkan Björklund and Björn Odlander have informed that they choose not to receive the extended board remuneration.

Lennart Johansson has not participated in the Nomination Committee's consideration of the proposal in the part it refers to himself.

Remuneration to the auditor is proposed to be paid in accordance with invoiced amounts in accordance with customary charging standards.

Item 12: Election of members of the board, chairman of the board as well as election of auditors and deputy auditors

The Nomination Committee proposes to the annual general meeting that Håkan Björklund, Lennart Johansson, Mary I O'Connor, Björn Odlander and Christine Rankin are re-elected as ordinary board members. The Nomination Committee further proposes to the annual general meeting that Lennart Johansson is re-elected as chairman of the board. Lars Lidgren has declined re-election.

Information on the board members proposed for re-election can be found at the Company's website www.bonesupport.com, and in the annual report.

Furthermore, the Nomination Committee proposes to the annual general meeting, in accordance with the recommendation from the audit committee, that Ernst & Young AB is re-elected as accounting firm for the period until the end of the 2024 annual general meeting. Ernst & Young AB has announced that, provided that the Nomination Committee's proposal is approved by the annual general meeting, the authorized public accountant Henrik Rosengren will continue to be the auditor in charge.

Item 13: Resolution on instruction and charter for the Nomination Committee

The Nomination Committee's proposal for the annual general meeting on guidelines for appointing members of the Nomination Committee and on the Nomination Committee's assignment can be found in the **Appendix 1**.

3. Description of the Nomination Committee's work and the Nomination Committee's reasoned statement

- 3.1 The composition of the Nomination Committee was announced on 27 October 2022.
- 3.2 The Nomination Committee has held three meetings and has also had additional contacts. The Nomination Committee has applied the instruction for the Nomination Committee which was adopted by the annual general meeting on 20 May 2021.
- 3.3 The Company's shareholders have been informed on the Company website, that it has been possible to submit proposals to the Nomination Committee. No such proposals have been submitted.
- 3.4 Following the constitution of the Nomination Committee, the Nomination Committee has oriented itself with regard to how the work in the board of directors has been conducted and how it works as well as with regard to the Company's strategy and future challenges. The Nomination Committee has furthermore evaluated the competence and experience that the members of the board should possess, which has served as guidance for the Nomination Committee's work. The chairman of the board has ensured that the Nomination Committee has received relevant information about the board work during the year, as well as the board evaluation which has been carried out by the members of the board.
- 3.5 The present board member Lars Lidgren has informed that he declines re-election, but that he continues to give his support to the Company and the board of directors. The Nomination Committee makes the assessment that the board of directors has worked well during the period and that the members of the board who are available for re-election together possess the competence and the qualifications required to lead the Company's continued development.
- 3.6 The Nomination Committee further makes the assessment that the proposed composition of six members of the board is well in line with the Company's needs and with the requirements of the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*) (the "**Code**").
- 3.7 In light of the foregoing, the Nomination Committee has concluded that the proposed board of directors composed of five members meets the requirements well with regard to the Company's operations, stage of development, current situation, future alignment and other circumstances as well as the requirements of breadth in terms of qualifications, experience and background of the members of the board elected by the annual general meeting.

- 3.8 The Nomination Committee has also discussed the requirement for diversity as set forth in the Code. The Nomination Committee looks at diversity in terms of areas of competence, background, international experience and gender balance. The Nomination Committee can conclude that the proposed composition of the board of directors consists of 2 women and 3 men. The gender diversity is thus 40% / 60%. The Nomination Committee's ambition is that the gender balance shall increase further over time.
- 3.9 When assessing the independence of the proposed board members, the Nomination Committee has found that the proposed composition of the board of BONESUPPORT HOLDING AB meets the requirements regarding independence set forth in the Swedish Corporate Governance Code.

April 2023

The Nomination Committee in BONESUPPORT HOLDING AB (publ)

Appendix 1

Instruction for the Nomination Committee in BONESUPPORT HOLDING AB

The Nomination Committee in BONESUPPORT HOLDING AB, Reg. No. 556802-2171 (the “**Company**”) proposes that the following instruction for the Nomination Committee is adopted.

1. Appointment of Nomination Committee

- 1.1 The Nomination Committee shall consist of three members, appointed by the three largest shareholders as per the end of September. The “three largest shareholders” refer to the ownership grouped registered or in any other way known shareholders as per the end of September. The chairman of the board is responsible to convene the Nomination Committee to its first meeting, and shall also be co-opted to the Nomination Committee, except when the Nomination Committee shall address to the matter of chairman of the board and remuneration to the chairman of the board.
- 1.2 The chairman of the board of directors shall as soon as possible when the information regarding the three largest shareholders as per the end of September is known, contact the three largest shareholders to find out whether they wish to appoint a representative to the Nomination Committee. In case one of the three largest shareholders refrains from appointing a representative, or such representative resign prior to completion of the assignment and without the shareholder who has appointed the representative appointing a new member, the chairman of the board of directors shall encourage the next owner in size (i.e. in the first place the fourth largest shareholder) to appoint a representative. The procedure shall go on until the Nomination Committee is composed of three members.
- 1.3 The Nomination Committee shall appoint the Chairman of the Nomination Committee among its members. The chairman of the board of directors or another member of the board of directors should not be appointed as Chairman of the Nomination Committee.
- 1.4 The members of the Nomination Committee shall be announced no later than six months before the annual general meeting. When significant changes in the ownership occur after the date the Nomination Committee was appointed, the Nomination Committee may, if it considers it necessary, decide to offer a new owner a position in the Nomination Committee in accordance with the principles above. Changes in the Nomination Committee shall be made public immediately.

- 1.5 The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.
- 1.6 No fees shall be paid to the members of the Nomination Committee.
- 1.7 This instruction shall apply until further notice.

2. Duties of the Nomination Committee

- 2.1 The Nomination Committee shall prepare and propose the following to the coming annual general meeting:
- (a) election of chairman at the annual general meeting;
 - (b) election of chairman of the board of directors and other members of the board of directors;
 - (c) fees to the board of directors, divided between the chairman and other members, and any fees for committee work;
 - (d) election of auditor and fees to the auditor; and
 - (e) if necessary, any changes to the principles for appointment of the Nomination Committee.
- 2.2 On request by the Nomination Committee, the Company shall provide the Nomination Committee with human resources such as a secretary function in order to facilitate the Nomination Committee's work. The Nomination Committee shall also have the right to, as far as necessary in connection with the future election of a board member, obtain material from external consultants on knowledge, experience and profile in reference to suitable candidates, and with the right for the Nomination Committee to charge the Company with reasonable costs for the production of such material.

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